

# Delaware

SFUND RECORDS CTR  
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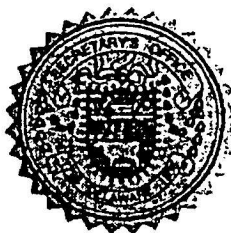
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FHT CORPORATION", A ARIZONA CORPORATION,

WITH AND INTO "KAANAPALI LAND, LLC" UNDER THE NAME OF "KAANAPALI LAND, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF NOVEMBER, A.D. 2002, AT 10:15 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3510670 8100M

AUTHENTICATION: 2089042

KLL 00548

020701251

DATE: 11-14-02

**CERTIFICATE OF MERGER  
MERGING  
FHT CORPORATION  
WITH AND INTO  
KAANAPALI LAND, LLC**

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**Pursuant to Section 18-209 of the Delaware Limited Liability Company Act**

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Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Act ("Delaware Law"), Kaanapali Land, LLC, a Delaware limited liability company ("Kaanapali"), hereby certifies as follows:

**FIRST:** The names and states of organization and domicile of each of the constituent entities (each a "Constituent Entity") of the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Organization/Domicile</u>
FHT Corporation	Arizona
Kaanapali Land, LLC	Delaware

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities.

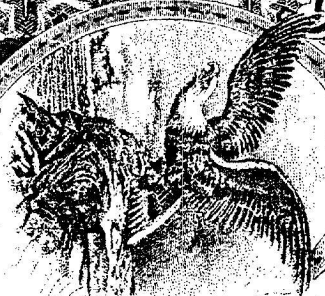
**THIRD:** The surviving entity (the "Surviving Entity") of the Merger is Kaanapali Land, LLC, a Delaware limited liability company.

**FOURTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity located at 900 North Michigan Avenue, Chicago, Illinois 60611.

**FIFTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity upon request and without cost, to any member or stockholder of any Constituent Entity.

**SIXTH:** The Merger shall become effective on November 14, 2002 at 10:00 a.m. Eastern Standard Time.

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INCORPORATED UNDER THE LAWS OF  
HAWAII  
No. 5  
State 1-005

**CANCELLED**  
AMFAC SUGAR AND AGRIBUSINESS, INC.  
**CANCELLED**  
11/01/1988

**THIS CERTIFIES THAT**  
One Thousand (1,000) - \$1.00 par value  
AMFAC SUGAR AND AGRIBUSINESS, INC.  
shares of the Capital Stock of  
Amfac/JMB Hawaii, Inc.  
are the property of  
the holder, to whom and  
his heirs, assigns and  
successors, in full and  
exclusive right, and  
power, is assigned by the  
undersigned, this 18th  
day of November, 1988.

**CANCELLED**  
11/01/1988

**WITNESSES:** Edward J. Howard, President  
J. E. Howard, Secretary

*Edward J. Howard*  
President

*J. E. Howard*  
Secretary

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